

OMB Number: February 28, 2009

Expires: Estimated average burden

hours per response ..



**TEMPORARY** 

# FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

CNII	OKM DIMITE	OFFERING	EXEMI		
Name of Offering ( check if this is an					<del></del>
Private placement of limited pa	rtnership interests in A	ABRY Advanced Se	curities Fun		
Filing Under (Check box(es) that apply					
Type of Filing: New Filing	Amendment				Section
	A. BAS	SIC IDENTIFICATION	ON DATA		ern 4 4 2000
1. Enter the information requested about					<b>LEN 1 1 SAGE</b>
Name of Issuer ( check if this is an ABRY Advanced Securities Fu		as changed, and indica	te change.)		Washington, DC
Address of Executive Offices	(Number and Street	t, City, State, Zip Code	e)	Telephone Number (Inc	
111 Huntington Ave., 30th Fl., 1	Boston, MA 02199			(617) 859-2959	
Address of Principal Business Operation (if different from Executive Offices)	ns (Number and Street	t, City, State, Zip Code	e)	Telephone Number (Inc	luding Area Code)
Brief Description of Business Investing primarily in privately in related businesses.	placed syndicated bar	nk loans issued by c	ompanies in	the media and commu	unications industries and
Type of Business Organization	<b>-</b>				- MOCE335
corporation business trust		ship, already formed ship, to be formed		other (please specify	MAR 2 2009
business trust	innited partiter	· · · · · · · · · · · · · · · · · · ·	Vone		
Actual or Estimated Date of Incorporati	on or Organization:	Month 1 0	Year	<b>.</b>	imat#ICHSON REUTE
•	- L				IMACAN COMPONING THE
Jurisdiction of Incorporation or Organiz		U.S. Postal Service at FN for other foreign j		r State: FN	
GENERAL INSTRUCTIONS Note: The 239.500) only to issuers that file with the format on or after September 15, 2008 to D (17 CFR 239.500) but, if it does, the § 230.503T.  Federal:  Who Must File: All issuers making and 15 U.S.C. 77d(6).  When to File: A notice must be filed not Securities and Exchange Commission (1 after the date on which it is due, on the Where to File: U.S. Securities and Exclopies Required: Five (5) copies of this must be photocopies of the manually sign Information Required: A new filing muchanges thereto, the information reques Appendix need not be filed with the SE Filing Fee: There is no federal filing fee State:  This notice shall be used to indicate reliculoe and that have adopted this form. are to be, or have been made. If a state accompany this form. This notice shall this notice and must be completed.	ne Commission a notice of but before March 16, 200 issuer must file amendm offering of securities in report of the date it was mailed by Unhange Commission, 450 is notice must be filed wigned copy or bear typed out contain all information ted in Part C, and any march. Issuers relying on ULO requires the payment of	on Temporary Form D  19. During that period, ents using Form D (17) eliance on an exemption the first sale of security edate it is received by inted States registered of Fifth Street, N.W., Wa the SEC, one of wh or printed signatures. In requested, Amendm aterial changes from the mitted Offering Exemption E must file a separate a fee as a precondition	(17 CFR 239 an issuer also CFR 239.500 on under Regulates in the offer the SEC at the control of the SEC at the control of the SEC at the control of the second of the information of the information (ULOE) if notice with the to the claim is	.500T) or an amendment of may file in paper formated and otherwise comply in a lation D or Section 4(6), aring. A notice is deemed to address given below or all to that address.  C. 20549  Manually signed. Any copy report the name of the interpretable in Paper in the Securities and in the Securities and in the Securities Administrate for the exemption, a fee in the securities.	to such a notice in paper tan initial notice using Form with all the requirements of
		- ATTENTION-			
Enilure to file notice in the approx	siata statas will not s	coult in a loce of th	o fodoral o	remotion Conversel	v failure to file the

appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the

filing of a federal notice.

### A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: · Each promoter of the issuer, if the issuer has been organized within the past five years; · Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. Check Box(es) that Apply: □ Promoter ■ Beneficial Owner ☐ Executive Officer ☐ Director General Partner Full Name (Last name first, if individual) ABRY ASF Investors, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 111 Huntington Ave., 30th Fl., Boston, MA 02199 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner □ Executive Officer □ Director GP of the General Partner Full Name (Last name first, if individual) ABRY Advanced Securities Holdings, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 111 Huntington Ave., 30th Fl., Boston, MA 02199 Check Box(es) that Apply: ☐ Promoter ■ Beneficial Owner ☐ Executive Officer ☐ Director Sole Member of the GP of the GP Full Name (Last name first, if individual) Yudkoff, Royce Business or Residence Address (Number and Street, City, State, Zip Code) 111 Huntington Ave., 30th Fl., Boston, MA 02199 ☐Beneficial Owner Check Box(es) that Apply: □ Promoter Director ☐ Managing Member of □ Executive Officer GP of GP Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Beneficial Owner Executive Officer □ Director ☐ General and/or □ Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

B. INFORMATION ABOUT OFFERING											
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  Answer also in Appendix, Column 2, if filing under ULOE.									Yes	No 🖾	
2. What is the minimum investment that will be accepted from any individual?										\$5,0	00,000
* The General	* The General Partner may accept investments of smaller amounts.								Yes	No	
	offering permit j									$\boxtimes$	
commission offering. I and/or with associated The Gener	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. The General Partner may permit investments of lesser amounts in its discretion.  Full Name (Last name first, if individual)										
Credit St											
	lesidence Addre son Ave., NY,	•		t, City, Sta	te, Zip Coo	le)					
	ociated Broker of isse Securities (										
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)									🛛 Al	l States	
[AL] [Al] [IN] [IN] [NI] [SI]	i] [iA] E] [NV]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]

1.	Enter the aggregate offering price of securities included in this offering and the total amount a "none" or "zero." If the transaction is an exchange offering, check this box \( \square\$\) and indicate in the securities offered for exchange and already exchanged		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	<b>\$-</b> 0-	<b>\$-</b> 0-
	Equity		\$-0-
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	\$-0-	<b>\$-</b> 0-
	Partnership Interests		\$676,705,000* <sup>†</sup>
	Other (specify)	\$-0-	\$-0-
	Total		\$676,705,000* <sup>†</sup>
	Answer also in Appendix, Column 3, if filing under ULOE.		
۷.	Enter the number of accredited and non-accredited investors who have purchased securitie dollar amounts of their purchases. For offerings under Rule 504, indicate the number of per and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "not a support to the support of the support o	rsons who have purch	
	Accredited Investors	56*	\$666,705,000*
	Non-accredited Investors	-0-	S-0-
	Total (for filings under Rule 504 only)	<b>-</b> 0-	\$-0-
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all in offerings of the types indicated in the twelve (12) months prior to the first sale of securities by type listed in Part C – Question 1.		
	Type of Offering	Type of Security	Sold
	Rule 505		\$0
	Regulation A		\$0
	Rule 504		\$0
	Total		\$0
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the samounts relating solely to organization expenses of the issuer. The information may be gived if the amount of an expenditure is not known, furnish an estimate and check the box to the	en as subject to future	
	Transfer Agent's Fees		\$-0-
	Printing and Engraving Costs	🗵	\$50,000 <sup>†</sup>
	Legal Fees	🛮	\$350,000 <sup>†</sup>
	Accounting Fees.	🛛	\$40,000 <sup>†</sup>
	Engineering Fees		<b>\$-</b> 0-
	Sales Commission (specify finders' fees separately)		S-0-
	Other Expenses (identify) organizational expenses and blue sky fees	🛛	\$10,000 <sup>†</sup>
	Total	🗵	\$450,000 <sup>†</sup>
	Includes non-U.S. persons. Includes amounts in respect of the issuer's "feeder fund", ABRY Advanced Securities		

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Islands exempted limited partnership.

b.	Enter the difference between the aggregate offering price given in response to Part C – Qu and total expenses furnished in response to Part C – Question 4.a. This difference is the "a gross proceeds to the issuer."	<u>\$67</u>	\$676,255,000** <sup>†</sup>		
5.	Indicate below the amount of the adjusted proceeds to the issuer used or proposed to be us each of the purposes shown. If the amount for any purpose is not known, furnish an estimate check the box to the left of the estimate. The total of the payments listed must equal the adgross proceeds to the issuer set forth in response to Part C – Question 4.b above.	ite and	ì		
			Payments to Officers, Directors & Affiliate		Payments To Others
	Salaries and fees	🛛	<u>\$</u> *	□	\$
	Purchase of real estate	🗆	\$	_ □	\$
	Purchase, rental or leasing and installation of machinery and equipment	🗖	<u>s</u>	_ 🗆	<u>s</u>
	Construction or leasing of plant buildings and facilities	🗆	<u>s</u>	□	\$
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	🗆	\$		\$
	Repayment of indebtedness				S
	Working capital	🗆	s		\$
	Other (specify): Investment capital to be used for the issuer's investments	🗆	S	🛛	\$676,255,000***
		🗀	\$		\$
	Column Totals			🖂	\$676,255,000**
	Total Payments Listed (column totals added)		×	\$676,255,	000***
	*The General Partner will receive a management fee payable semi-annually in advance, generally equal to 2.0% of aggregate commitments or, upon the occurrence of certain events, 2.0% of capital under management.				<del></del>
	**Minus the management fee described above.				
	<sup>†</sup> Includes amounts in respect of the issuer's "feeder fund", ABRY Advanced Securities Investments, L.P., a Cayman Islands exempted limited partnership.				
	D. FEDERAL SIGNATURE				
foll	issuer has duly caused this notice to be signed by the undersigned duly authorized person. owing signature constitutes an undertaking by the issuer to furnish to the U.S. Securities an uest of its staff, the information furnished by the issuer to any nen-accredited investor pursu	d Excl	hange Comm	ission, up	on written
lssu	er (Print or Type) Signature	I	Date		
ABI	RY Advanced Securities Fund, L.P.	F	ebruary <u></u>	2009	
Nan	ne of Signer (Print or Type) Title of Signer (Print on Type)				

## **ATTENTION**

By: Royce Yudkoff, Sole Member

Royce Yudkoff

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

By: ABRY ASF Investors, L.P., general partner of issuer;

By: ABRY Advanced Securities Holdings, LLC, general partner of the general partner;

E. STATE SIGNATURE		
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No ⊠
See Appendix, Column 5, for state response.		

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date				
ABRY Advanced Securities Fund, L.P.	Case MM	February <b>1</b> , 2009				
Name of Signer (Print or Type)	Title of Signer (Print of Type)					
	By: ABRY ASF Investors, L.P., general partner of issuer;					
	By: ABRY Advanced Securities Holdings, LLC, general partner of the general partner;					
Royce Yudkoff	By: Royce Yudkoff, Sole Member					

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## APPENDIX

	,									
1	2	2	3			4		5 Disqualification		
	1	to sell	Type of security and aggregate offering price		Type of investor and			under State ULOE (if yes, attach explanation of		
	investors	s in State -Item 1)	offered in state (Part C-Item 1)		amount purchased in State (Part C-Item 2)				waiver granted) (Part E-Item 1)	
				Number of Accredited		Number of Non-Accredited		·		
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No _	
AL		⊠	N/A	-0-	' -0-	-0-	-0-		⊠	
AK		⊠	Limited partnership interests	1	\$2,500,000	-0-	-0-		☒	
AZ		×	N/A	-0-	-0-	-0-	-0-		☒	
AR		⊠	N/A	-0-	-0-	-0-	-0-	0	Ø	
CA		☒	Limited partnership interests	8	\$144,500,000	-0-	-0-		⊠	
со		⊠	N/A	-0-	-0-	-0-	-0-		☒	
СТ		⊠	Limited partnership interests	2	\$15,233,965	-0-	-0-		☒	
DE		⋈	Limited partnership interests	1	\$8,000,000	-0-	-0-		⊠	
DC		⊠	N/A	-0-	-0-	-0-	-0-		⊠	
FL		⊠	Limited partnership interests	1	\$150,000,000	-0-	-0-		×	
GA		⊠	N/A	-0-	-0-	-0-	-0-		⊠	
ні		⋈	N/A	-0-	-0-	-0-	-0-		☒	
ID		⊠	N/A	-0-	-0-	-0-	-0-		Ø	
ΙL		Ø	N/A	-0-	-0-	-0-	-0-		☒	
IN		Ø	Limited partnership interests	1	\$7,000,000	-0-	-0-		⊠	
IA		⊠	N/A	-0-	-0-	-0-	-0-		⊠	
KS		Ø	N/A	-0-	-0-	-0-	-0-		⊠	
KY		⊠	N/A	-0-	-0-	-0-	-0-		⊠	
LA		Ø	N/A	-0-	-0-	-0-	-0-		⊠	
ME		⊠	N/A	-0-	-0-	-0-	-0-		⊠	
MD		⊠	N/A	-0-	-0-	-0-	-0-		⊠	
МА		☒	Limited partnership interests	3	\$30,000,000	-0-	-0-		⋈	
MI		⊠	N/A	-0-	-0-	-0-	-0-		⊠	
MN			Limited partnership interests	1	\$15,000,000	-0-	-0-		Ø	
MS		×	N/A	-0-	-0-	-0-	-0-		⊠	
МО		×	Limited partnership interests	1	\$10,000,000	-0-	-0-		⊠	

## APPENDIX

l I	Intend to non-ac	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)					
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No			
МТ		Ø	N/A	-0-	-0-	-0-	-0-		Ø			
NE		Ø	N/A	-0-	-0-	-0-	-0-		Ø			
NV		⊠	N/A	-0-	-0-	-0-	-0-		☒			
NH		Ø	N/A	-0-	-0-	-0-	-0-		Ø			
NJ		×	Limited partnership interests	1	\$500,000	-0-	-0-	0	Ø			
NM		×	N/A	-0-	-0-	-0-	-0-		×			
NY		⊠	Limited partnership interests	4	\$29,455,000	-0-	-0-		×			
NC		⊠	N/A	-0-	-0-	-0-	-0-		×			
ND		⊠	N/A	-0-	-0-	-0-	-0-		×			
ОН		⊠	Limited partnership interests	4	\$17,000,000	-0-	-0-		Ø			
ОК		Ø	N/A	-0-	-0-	-0-	-0-		×			
OR		⊠	N/A	-0-	-0-	-0-	-0-		Ø			
PA		⊠	Limited partnership interests	7	\$65,500,000	-0-	-0-		⊠			
RI		Ø	N/A	-0-	-0-	-0-	-0-		Ø			
SC		Ø	N/A	-0-	-0-	-0-	-0-		☒			
SD		Ø	N/A	-0-	-0-	-0-	-0-		☒			
TN		⊠	N/A	-0-	-0-	-0-	-0-		☒			
TX		⋈	Limited partnership interests	1	\$25,000,000	-0-	-0-		⊠			
UT		Ճ	Limited partnership interests	1	\$20,000,000	-0-	-0-		Ø			
VT		⊠	N/A	-0-	-0-	-0-	-0-		☒			
VA		Ø	N/A	-0-	-0-	-0-	-0-		⋈			
WA		⊠	Limited partnership interests	1	\$10,000,000	-0-	-0-		⊠			
wv		⊠	N/A	-0-	-0-	-0-	-0-		⊠			
wı		⊠	N/A	0	-0-	-0-	-0-		×			
WY		Ø	N/A	-0-	-0-	-0-	-0-		Ø			
PR		☒	N/A	-0-	-0-	-0-	-0-		⊠ TO			